

Rick L. Koehmstedt  
**SCHWARTZ, BON, WALKER & STUDER, LLC**  
141 S. Center, Suite 500  
Casper, WY 82601  
Tel: (307) 235-6681  
Fax: (307) 234-5099  
E-mail: rick@schwartzbon.com

Thomas N. FitzGibbon (*Admitted Pro Hac Vice*)  
Kimberly L. Thigpen (*Admitted Pro Hac Vice*)  
**PFEIFFER THIGPEN FITZGIBBON & ZIONTZ LLP**  
233 Wilshire Boulevard, Suite 220  
Santa Monica, California 90401  
Tel: (310) 451-5800  
Fax: (310) 496-3175  
E-mail: tn timer@ptflaw.com  
E-mail: klt@ptflaw.com

Attorneys for Defendants  
*TIC Capital Markets, Inc.; Direct Capital Securities, Inc.*  
*Clay Womack, Pacific Security Income Partners LP*  
*and Pacific Security Group, Inc*

**IN THE UNITED STATES DISTRICT COURT**  
**FOR THE DISTRICT OF WYOMING**

RUSSELL C. FIELDGROVE; MARY JANE  
FIELDGROVE; and CECIL H.  
FIELDGROVE TRUST, CECIL H.  
FIELDGROVE TRUSTEE,

Plaintiffs,

v.

DENNIS R. LAWRENCE; RANDALL  
POPE; CAPWEST SECURITIES, INC. a  
Colorado corporation; et al.

Defendants.

CASE NO.: 10-CV-0104

**DECLARATION OF CLAY WOMACK  
IN SUPPORT OF MOTION TO  
DISMISS FOR LACK OF PERSONAL  
JURISDICTION BY DEFENDANTS  
TIC CAPITAL MARKETS, INC.,  
PACIFIC SECURITY INCOME  
PARTNERS LP AND PACIFIC  
SECURITY GROUP, INC.**

**DECLARATION OF CLAY WOMACK IN SUPPORT OF MOTION TO  
DISMISS FOR LACK OF PERSONAL JURISDICTION BY DEFENDANTS  
TIC CAPITAL MARKETS, INC., PACIFIC SECURITY INCOME  
PARTNERS LP AND PACIFIC SECURITY GROUP, INC.**

I, CLAY WOMACK, declare as follows:

1. I am an individual residing in Austin, Texas. I am a defendant in this action. I have personal knowledge of the facts set forth in this Declaration, and if called as a witness, I could and would competently testify thereto.

2. This Declaration is submitted in support of the Motion to Dismiss based on a lack of personal jurisdiction filed on behalf of Defendants TIC Capital Markets, Inc. (“**TICCM**”), Pacific Security Income Partners LP (“**PSIP**”) and Pacific Security Group, Inc. (“**PSG**”)

**Lack of Wyoming Contacts For TIC Capital Markets, Inc.**

3. TICCM is a Delaware corporation that is based in Austin, Texas. It has Delaware corporate number 3633387 and was incorporated on March 7, 2003. It has never been authorized to do business in Wyoming.

4. TICCM has never conducted business in Wyoming, as it is not authorized to business in Wyoming and has not designated an agent for service of process in Wyoming.

5. TICCM does not solicit business in Wyoming and has never done so. TICCM does not own any real estate or property in Wyoming, and has no offices or employees in Wyoming.

**Lack of Wyoming Contacts For Pacific Security Income Partners LP**

6. PSIP is a limited partnership authorized under the laws of Texas that is based in Austin, Texas. It has never been authorized to do business in Wyoming.

7. PSIP has never conducted business in Wyoming, as it is not authorized to business in Wyoming and has not designated an agent for service of process in Wyoming.

8. PSIP does not solicit business in Wyoming and has never done so. PSIP does not own any real estate or property in Wyoming, and has no offices or employees in Wyoming.

**Lack of Wyoming Contacts For Pacific Security Group, Inc.**

9. PSG is a corporation authorized under the laws of Texas that is based in Austin, Texas. It was incorporated on July 18, 1990. It has never been authorized to do business in Wyoming.

10. PSG has never conducted business in Wyoming, as it is not authorized to business in Wyoming and has not designated an agent for service of process in Wyoming.

11. PSG does not solicit business in Wyoming and has never done so. PSG does not own any real estate or property in Wyoming, and has no offices or employees in Wyoming.

**The Transactions Did Not Involve TICCM, PSIP or PSG**

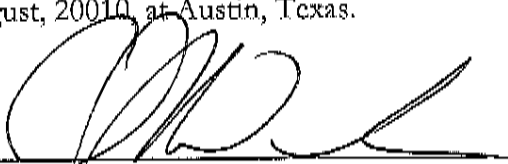
12. None of the three moving parties, TICCM, PSIP or PSG had any involvement with the Striker debenture transactions alleged in the Gibbs or Fieldgrove First Amended Complaints, including but not limited to the preparation of any offering materials in connection with the Striker debenture offerings.

13. None of these parties were compensated in any manner by Striker in connection with the Striker debenture transactions alleged in the Gibbs or Fieldgrove First Amended Complaint.

14. To my knowledge, the sole reason these entities were named in this action is that these companies are identified as being associated with Defendant Direct Capital Securities, Inc. as direct or indirect owners of that corporation.

I declare under penalty of perjury under the laws of the United States  
that the foregoing is true and correct.

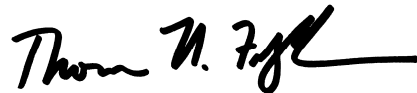
Executed this 25<sup>th</sup> day of August, 2010, at Austin, Texas.

  
\_\_\_\_\_  
Clay Womack

New York, NY  
July 27, 2010

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the foregoing document entitled **DECLARATION OF CLAY WOMACK IN SUPPORT OF MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION BY DEFENDANTS TIC CAPITAL MARKETS, INC., PACIFIC SECURITY INCOME PARTNERS LP AND PACIFIC SECURITY GROUP, INC.** has been e-filed and thereby served electronically via the Court's CM/ECF system in accordance with Federal Rule of Civil Procedure 5(b) on August 27, 2010.

A handwritten signature in black ink, appearing to read "Thom N. FitzGibbon", written over a horizontal line.

Thomas N. FitzGibbon